

KLEIN JOHN EDDY
 Form 5
 October 09, 2009

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 KLEIN JOHN EDDY

2. Issuer Name and Ticker or Trading Symbol
 ENERGIZER HOLDINGS INC
 [ENR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

3115 RIVERMONT AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LYNCHBURG, VA 24503

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Energizer Holdings, Inc. Common Stock	05/27/2009	VA	G	8,500 (1) D \$ 0 0		D	VA
Energizer Holdings, Inc. Common Stock	05/27/2009	VA	G	8,500 (1) A \$ 0 8,500		I	by Trust

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option 5/19/03	\$ 28.42	Â	Â	Â	Â Â	Date Exercisable: 05/19/2004 ⁽²⁾ Expiration Date: 05/18/2013	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	Â	Â	Â	Â Â Â ⁽³⁾	Expiration Date: Â ⁽³⁾	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents	\$ 0	Â	Â	Â	Â Â Â ⁽⁴⁾	Expiration Date: Â ⁽⁴⁾	Energizer Holdings, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN JOHN EDDY 3115 RIVERMONT AVENUE LYNCHBURG, VA 24503	Â X	Â	Â	Â

Signatures

JOHN E. KLEIN
10/08/2009
Date

Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On 5/27/09 Reporting Person transferred 8,500 of his directly owned shares of Energizer Holdings, Inc. common stock to a two-year term grantor retained annuity trust of which he is settlor and trustee.
- (2) Exercisable at a rate of 20% per year commencing May 19, 2004.
- (3) Phantom stock units are payable in cash following termination of the Reporting Person's Service on the Board of Directors of Energizer Holdings, Inc.
- (4) Restricted stock equivalents are vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on the Board.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.